



PUBLIC NOTICE

Federal Communications Commission
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DA 08-1271
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**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CERTAIN
ASSETS OF CENTURYTEL ACQUISITION LLC TO
ONVOY, INC. AND ZAYO BANDWIDTH INDIANA, LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 08-75

Comments Due: June 13, 2008

Reply Comments Due: June 20, 2008

On May 21, 2008, CenturyTel Acquisition, LLC (CTA), Onvoy, Inc. (Onvoy), and Zayo Bandwidth Indiana, LLC (Zayo-IN) filed an application pursuant to section 63.03 of the Commission's rules¹ requesting authority for the transfer of assets located in the Fort Wayne, Indiana, Ann Arbor, Michigan, Lansing, Michigan, Akron, Ohio, and Toledo, Ohio markets (the Markets) from CTA to Onvoy and Zayo-IN. CTA, a Louisiana limited liability company, is a direct, wholly owned subsidiary of CenturyTel, Inc. (CenturyTel), a publicly traded Louisiana corporation. CTA provides local voice, long distance, and data services to businesses and carriers as a competitive local exchange carrier (LEC) in the Markets.² Onvoy, a Minnesota corporation, provides competitive LEC services in Iowa, Minnesota, North Dakota, and Wisconsin, and interexchange services in Iowa, Minnesota, Nebraska, North Dakota, South Dakota, and Wisconsin. Zayo-IN, a Delaware corporation, provides high-capacity telecommunications services in Indiana, and dark fiber access for private networks and customer-operated wholesale and retail telecommunications networks in Illinois, Indiana, and Ohio. Applicants state that Zayo-IN provides a limited amount of competitive private line services in the Fort Wayne, Indiana market served by CTA.

Onvoy and Zayo-IN are both wholly owned by Zayo Group, LLC (Zayo), a Delaware limited liability company. Zayo is directly owned by Zayo Group Holdings, Inc., a Delaware corporation, that is directly owned by Communications Infrastructure Investments, LLC (CII), a Delaware limited liability company.³ The following U.S.-based entities hold, directly or indirectly, a ten percent or greater interest

¹ 47 C.F.R. § 63.043; *see* 47 U.S.C. § 214.

² CTA provides telecommunications services in eight additional states: Alabama, Kansas, Louisiana, Minnesota, Mississippi, Tennessee, Texas, and Wisconsin. CenturyTel provides incumbent LEC and other telecommunications services in 25 states.

³ Zayo has recently completed acquisitions of Memphis Network, LLC (now known as Zayo Bandwidth Tennessee, LLC) that provides competitive intrastate telecommunications services in Tennessee; PPL Telecom, LLC (now known as Zayo Bandwidth Northeast, LLC) and PPL Prism, LLC (now known as Zayo Bandwidth Northeast Sub, LLC) that provide competitive local exchange and/or interexchange services in the District of Columbia, Maryland, New Jersey, New York, Pennsylvania, and Virginia; Onvoy and its wholly owned subsidiary, Minnesota

in CII: Oak Investment Partners XII, Limited Partnership; Oak Associates XII, LLC⁴; M/C Venture Partners VI, L.P.; M/C VP VI, LP; M/C Venture Partners, LLC⁵; Columbia Capital Equity Partners IV (QP), L.P.; Columbia Capital IV, LLC⁶; Battery Ventures VII, LP; and Battery Partners VII, LLC.⁷ Applicants state that the M/C Venture entities have interests in other telecommunications carriers that provide competitive wireline services in multiple states and that are affiliated with Onvoy and Zayo-IN.⁸ Pursuant to the terms of the transaction, CTA has agreed to sell certain assets, including customer contracts and metropolitan area network transmission and switching facilities in the Markets, to Onvoy and Zayo-IN.⁹ Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.¹⁰

Domestic Section 214 Application Filed for the Transfer of Control of
Certain Assets of CenturyTel Acquisition LLC to Onvoy, Inc. and Zayo Bandwidth
Indiana, LLC, WC Docket No. 08-75 (filed May 21, 2008).

GENERAL INFORMATION

The Wireline Competition Bureau finds, upon initial review, that the transfer of control identified herein is acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 C.F.R. § 63.03(a), interested parties may file comments **on or before June 13, 2008**, and reply comments **on or before June 20, 2008**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after

Independent Equal Access Corporation, that provides centralized equal access services in Minnesota and North Dakota; Citynet Fiber Network, LLC (now known as Zayo Bandwidth Central, LLC) that provides competitive wholesale services in Georgia, Illinois, Indiana, Kentucky, Michigan, Ohio, Pennsylvania, Tennessee, Virginia and West Virginia; and Northwest Telephone, Inc., that provides competitive access services in Idaho, Washington, Oregon, and California.

⁴ The following U.S. citizens are the executive managing members of Oak Associates, LLC: Bandel L. Carano, Edward F. Glassmeyer, Ann H. Lamont, and Frederic W. Harman.

⁵ The following U.S. citizens are the managing members of M/C Venture Partners, LLC: James F. Wade, David D. Croll, Matthew J. Rubins, John W. Watkins, and John Van Hooser.

⁶ The following U.S. citizens are the managing members of Columbia Capital IV, LLC: James B. Fleming, Jr., R. Philip Herget, III, and Harry F. Hopper III.

⁷ The following U.S. citizens are the managing members of Battery Partners VII, LLC: Tom Crotty (Executive Managing Member), Rick Frisbie, Ken Lawler, Morgan Jones, Scott Tobin, Dave Tabors, Mark Sherman, and Roger Lee.

⁸ The identities and service areas of these affiliates are listed on page 18 of the Application.

⁹ Applicants state that, following the closing of the proposed transaction, they expect to discontinue some services to certain customers in accordance with Commission requirements and procedures, including applicable customer notice requirements.

¹⁰ 47 C.F.R. § 63.03(b)(2)(i).

the date of this notice.¹¹ Comments must be filed electronically using (1) the Commission's Electronic Comment Filing System (ECFS) or (2) the Federal Government's e-Rulemaking Portal. *See* 47 C.F.R. § 63.03(a) ("All comments on streamlined applications shall be filed electronically...."); *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Comments may be filed electronically using the Internet by accessing the ECFS, <http://www.fcc.gov/cgb/ecfs/>, or the Federal e-Rulemaking Portal, <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.

In addition, e-mail one copy of each pleading to each of the following:

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: 202 / 488-5300; fax: 202 / 488-5563;
- 2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, tracey.wilson-parker@fcc.gov;
- 3) Adam Kirschenbaum, Competition Policy Division, Wireline Competition Bureau, adam.kirschenbaum@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: 202 / 488-5300; fax: 202 / 488-5563; e-mail: fcc@bcpiweb.com; url: www.bcpiweb.com.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202 / 418-0530 (voice), 202 / 418-0432 (tty).

¹¹ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

For further information, please contact Tracey Wilson-Parker at 202 / 418-1394 or Adam Kirschenbaum at 202 / 418-7280.

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